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Securities code: 278A
April 15, 2025
(Commencement date of measures for electronic provision of information) April 8, 2025

To Shareholders with Voting Rights:

Toru Tokushige
CEO
Terra Drone Corporation
3F, Totate International Building
2-12-19, Shibuya, Shibuya-ku,
Tokyo, Japan

NOTICE OF
THE 9th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 9th Annual General Meeting of Shareholders of Terra Drone Corporation (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information, and the electronically provided information is available on the following website on the internet in the form of "Notice of the 9th Annual General Meeting of Shareholders."

The Company's website:
https://terra-drone.net/ir/ir-library/meeting/

In addition to the above, the information is also posted on the following website on the internet.

Tokyo Stock Exchange's website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the TSE website above, enter and search for "Terra Drone Corporation" in the "Issue name (company name)" field or "278A," the securities code of the Company in the "Code" field, select "Basic information" and "Documents for public inspection/PR information" in that order, and inspect the information provided.

If you will not attend the meeting, you can exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m. on Monday, April 28, 2025, Japan time. For further assistance, please refer to the Guide for Exercising Voting Rights provided below.

1. **Date and Time:** Wednesday, April 30, 2025 at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m.)
2. **Venue:** 4D, Shibuya Solasta Conference, 4F, Shibuya SOLASTA
1-21-1, Dogenzaka, Shibuya-ku, Tokyo, Japan
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 9th Fiscal Year (from February 1, 2024 to January 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 9th Fiscal Year (from February 1, 2024 to January 31, 2025)

Proposal to be resolved:

Proposal: Election of Two Audit & Supervisory Board Members

- If you are attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If the Voting Rights Exercise Form for the proposal does not indicate approval or disapproval, it shall be deemed a vote of approval.
- Any revisions to the electronically provided information will be posted on the aforementioned websites.
- If you have exercised your voting rights in duplicate in writing and via the internet, your vote via the internet will be deemed valid. In addition, if you have exercised your voting rights multiple times via the internet, your last vote will be deemed valid.
- Following this General Meeting of Shareholders, an Investor Relations Briefing will be held at the same venue. Shareholders who are able to attend are cordially invited to do so.

Proposal: Election of Two Audit & Supervisory Board Members

Audit & Supervisory Board Members Ms. Kazuko Kojima and Mr. Yasuhiko Endo will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of two Audit & Supervisory Board Members. The Audit & Supervisory Board has given its consent to the submission of this Proposal.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
1	Yoshifumi Ohtani (November 15, 1958) [New appointment] [Outside] [Independent]	March 1983 April 1983 March 1994 November 2008 March 2021 August 2021 (Significant concurrent positions) None	Graduated from the School of Economics, Kwansei Gakuin University Joined Japan Travel Bureau Corporation (currently JTB Corp.) Completed MBA, Graduate School of Business Administration, Keio University Representative Director and President, JTB Media Retailing, Inc. Retired from JTB Media Retailing, Inc. and JTB Corp. Senior Advisor, TOKYU HOTELS & RESORTS CO., LTD. (current position)	—
	[Reason for nomination as candidate for Outside Audit & Supervisory Board Member and expected roles] Mr. Yoshifumi Ohtani has extensive experience in managing business companies over many years, along with a deep understanding of governance and ethics, which are essential for the advancement of such organizations. In addition to his ability to make sound judgments aligned with the Company's growth phase, he possesses the experience and knowledge necessary to conduct proper audits of the Company's management practices. Accordingly, the Company expects that he is well-suited to fulfill the responsibilities of Audit & Supervisory Board Member and has newly nominated him as a candidate for Outside Audit & Supervisory Board Member.			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
2	Kazuki Hida (August 28, 1984) [New appointment] [Outside] [Independent]	December 2007 Joined Deloitte Touche Tohmatsu LLC May 2011 Retired from Deloitte Touche Tohmatsu LLC June 2011 Entered Thunderbird School of Global Management December 2012 Graduated from Thunderbird School of Global Management January 2013 Joined Hida CPA Office June 2016 Established Hida Tax Accountant Corporation (currently Sherpa Tax Accountant Corporation), Partner (current position) December 2016 Executive Director, CFO, AI inside Inc. November 2019 CEO, Shared Admin Inc. (current position) (Significant concurrent positions) Partner, Sherpa Tax Accountant Corporation CEO, Shared Admin Inc.	—
	[Reason for nomination as candidate for Outside Audit & Supervisory Board Member and expected roles] Mr. Kazuki Hida has extensive experience in the accounting audit of companies over many years as a certified public accountant and tax accountant, along with advanced knowledge and expertise in finance and accounting. Additionally, as Executive Director and CFO of a listed company, he has gained valuable insights into corporate management from various perspectives. In addition to his strong sense of ethics and his ability to make fair and impartial judgments, which are essential for Audit & Supervisory Board Members, he possesses the experience and knowledge necessary to conduct proper audits of the Company's management practices. Accordingly, the Company expects that he is well-suited to fulfill the responsibilities of Audit & Supervisory Board Member and has newly nominated him as a candidate for Outside Audit & Supervisory Board Member.		

Notes: 1. There are no special interests between each candidate and the Company.
2. Mr. Yoshifumi Ohtani and Mr. Kazuki Hida are candidates for Outside Audit & Supervisory Board Members.
3. If Mr. Yoshifumi Ohtani and Mr. Kazuki Hida are appointed as Audit & Supervisory Board Members, the Company will enter into an agreement with them in accordance with Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation. This agreement limits their liabilities under Article 423, Paragraph 1 of the same act, on the condition that they act without malicious intent or gross negligence in executing their duties. The maximum amount of liability under the agreement is the minimum amount stipulated by laws and regulations.
4. The Company has concluded a directors and officers liability insurance policy with an insurance company, as outlined in Article 430-3, Paragraph 1 of the Companies Act. This policy provides coverage for damages and litigation expenses incurred by the insured due to claims for damages arising from acts or omissions made in their capacity as directors, with entire premiums paid by the Company for all the insured parties. If Mr. Yoshifumi Ohtani and Mr. Kazuki Hida are appointed as Audit & Supervisory Board Members, they will be insured under the insurance policy.
5. The Company plans to designate Mr. Yoshifumi Ohtani and Mr. Kazuki Hida as Independent Officers as stipulated by the Tokyo Stock Exchange and notify the stock exchange as such.